

## Memorandum



CITY OF DALLAS

DATE June 15, 2012

TO Members of the Economic Development Committee:  
Tennell Atkins (Chair), Ann Margolin (Vice-Chair), Jerry R. Allen,  
Monica Alonzo, Sheffie Kadane

SUBJECT **Agreements with the North Central Texas Council of Governments, the State of Texas, and Matthews Holdings Southwest, Inc. for the Pedestrian Improvement for Omni Convention Hotel and Convention Center DART Station, June 27, 2012 Council Agenda**

### **Background**

In 2009, the North Central Texas Council of Governments (NCTCOG) Regional Transportation Council (RTC) allocated \$41 million for their third Sustainable Development Program call for projects. Funding for this RTC's Sustainable Development Program was provided by the State of Texas from surplus revenue from a SH 121 toll project pursuant to Chapter 228 of the Texas Transportation Code.

The Sustainable Development Program is intended to promote development types that reduce the overall demand for transportation infrastructure and improve air quality. The call for projects was issued on March 24, 2009 and allowed for two types of project submissions: transportation infrastructure improvements and planning programs. Pedestrian Improvement for Omni Convention Hotel and Convention Center DART Station was one of nine infrastructure projects selected and approved by the RTC on June 3, 2010 for \$2,156,842 in Sustainable Development Program funds.

On August 25, 2010, City Council approved Resolution No. 10-2152 supporting projects selected within the City of Dallas by the RTC, including Pedestrian Improvement for Omni Convention Hotel and Convention Center DART Station, and authorizing the City Manager to negotiate agreements with NCTCOG and private sector partners, where applicable.

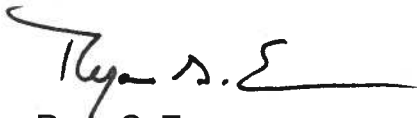
The Pedestrian Improvement for Omni Convention Hotel and Convention Center DART Station project includes enhancements and upgrades to pedestrian connections between the Omni Convention Center Hotel and the Convention Center DART Station. The proposed improvements will help transportation linkages by increasing access and safety to rail transit (DART Convention Center Station), improve air quality, promote sustainable development, and include street and sidewalk improvements, plaza space, and improved pedestrian lighting.

The Omni Hotel, the related vertical mixed-use development associated with the project, is now complete at 555 South Lamar Street and includes 1,001 hotel rooms and 19,305 square feet of restaurant and retail space.

The NCTCOG Sustainable Development Program will reimburse \$2,156,842 of the total project costs. The required 20% local match will be funded from \$539,210 in Convention Center revenue bonds funds that have been allocated for improvements in this area. In addition to the NCTCOG-funded budget, Convention Center revenue bond funding has been allocated for additional improvements beyond the NCTCOG project scope for items such as additional lighting, water features and ceiling enhancements.

This action will authorize two agreements, one between the City, NCTCOG, and the State of Texas and another between the City and Matthews Holdings Southwest, Inc. The two agreements must be executed in order to receive a full notice to proceed from NCTCOG and to allow construction to begin on the project.

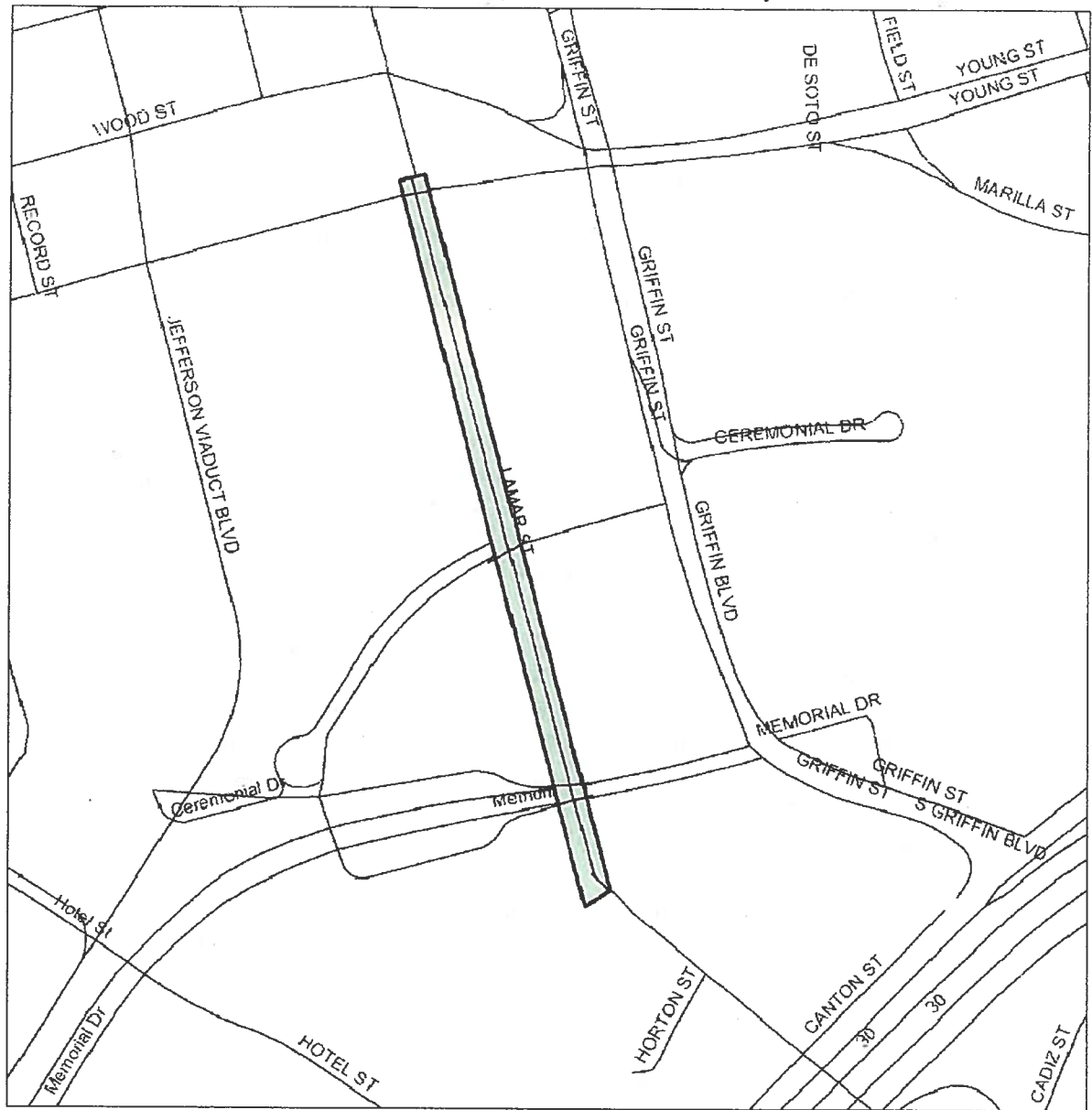
Should you have any questions or concerns, please contact me at (214) 670-3296.





Ryan S. Evans  
Assistant City Manager

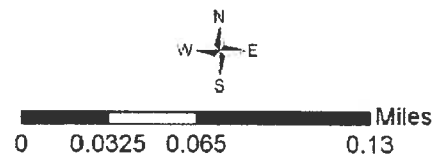
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Jeanne Chipperfield, Chief Financial Officer  
Karl Zavitkovsky, Director, Office of Economic Development  
J. Hammond Perot, Assistant Director, Office of Economic Development  
Stephanie Pegues-Cooper, Assistant to the City Manager

Map  
Omni Convention Hotel and Convention Center DART Station  
Sustainable Development Infrastructure Project



**Legend**

- Dallas County Parcels (2009)
-  Project Boundary
-  Pedestrian Amenities



Map Produced on:  
03/15/2012



North Central Texas  
Council of Governments  
Transportation Department  
<http://www.nctcog.org/trans/>

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Tennell Atkins (Chair), Ann Margolin (Vice-Chair), Jerry R. Allen,  
Monica Alonzo, Sheffie Kadane

SUBJECT **Agreement with the North Central Texas Council of Governments and the State of Texas for the Zang Triangle Sustainable Development Infrastructure Project, June 27, 2012 Council Agenda**

### **Background**

In 2009, the North Central Texas Council of Governments (NCTCOG) Regional Transportation Council (RTC) allocated \$41 million for their third Sustainable Development Program call for projects. Funding for this Sustainable Development Program was provided by the State of Texas from surplus revenue from a SH 121 toll project pursuant to Chapter 228 of the Texas Transportation Code.

The Sustainable Development Program is intended to promote development types that reduce the overall demand for transportation infrastructure and improve air quality. The call for projects was issued on March 24, 2009 and allowed for two types of project submissions: transportation infrastructure improvements and planning programs. The Zang Triangle Infrastructure Project was one of nine infrastructure projects selected and approved by the RTC on June 3, 2010 for \$1,750,000 in Sustainable Development Program funds.

On August 25, 2010, City Council approved Resolution No. 10-2152 supporting projects selected within the City of Dallas by the RTC, including the Zang Triangle Infrastructure Project, and authorizing the City Manager to negotiate agreements with NCTCOG and private sector partners, where applicable.

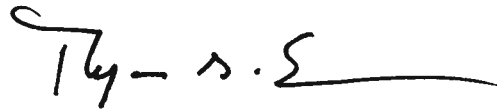
The Zang Triangle Sustainable Development Infrastructure Project includes enhancements and upgrades to bicycle and pedestrian connections between the Zang Triangle mixed use development and Methodist Medical Center. A portion of the improvements listed will be implemented with the NCTCOG funding and the remaining work will be implemented with additional 2006 bond funds allocated to this area.

Zang Triangle, the related private vertical mixed-use development associated with the project, was completed in March 2012 and includes 256 residential units and 4,000 square feet of ground floor retail/commercial space.

The NCTCOG Sustainable Development Program will reimburse \$1,750,000 of the total project costs. The required 20% local match will be funded from \$437,500 in 2006 bond funds that have been allocated for improvements in this area. Additional 2006 bond funding will be used to complete the project.

This action will authorize a agreement between the City, NCTCOG, and the State of Texas. The agreement must be executed in order to receive a full notice to proceed from NCTCOG and allow construction to begin on the project.

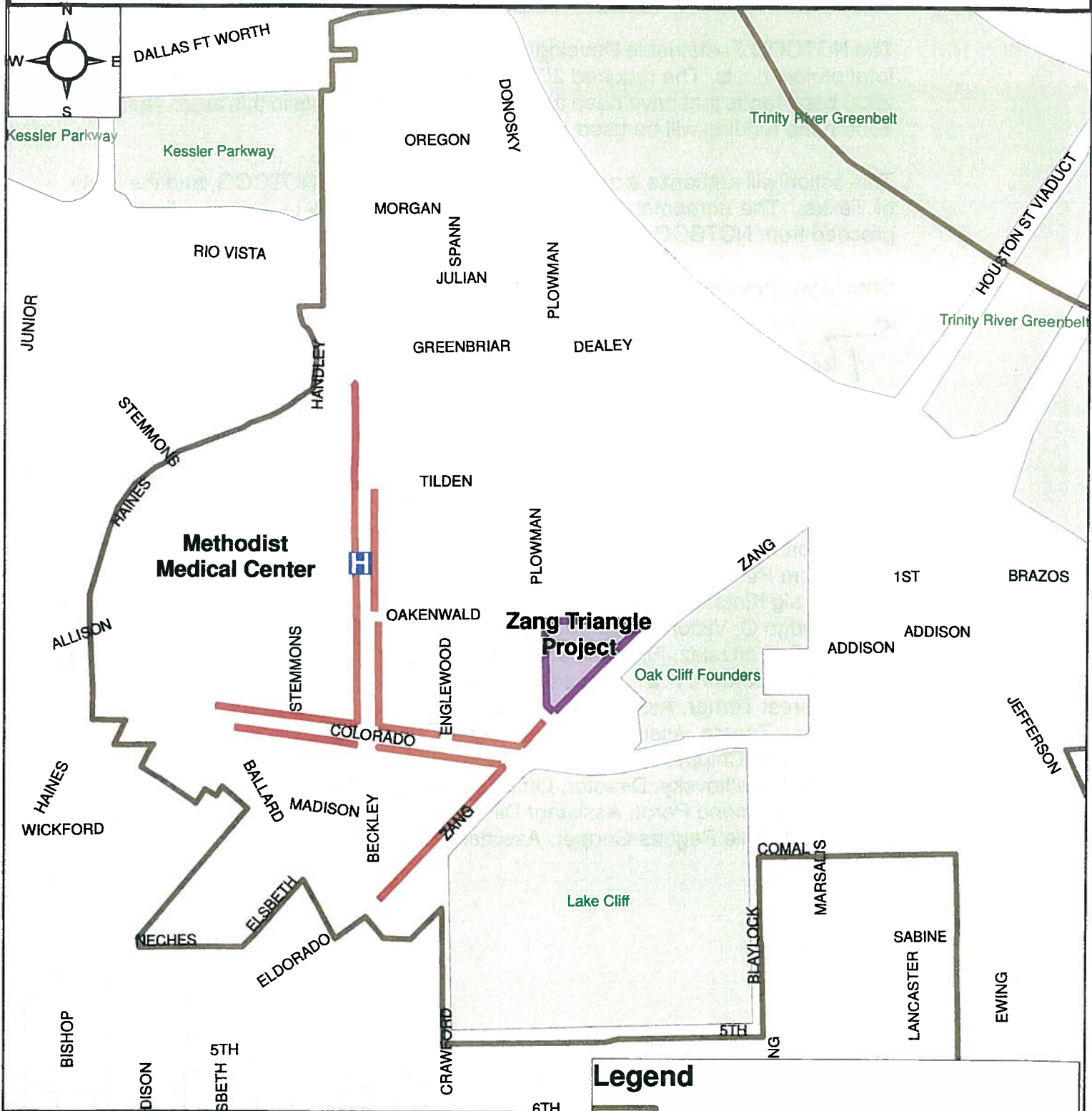
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J. Hammond Perot, Assistant Director, Office of Economic Development  
Stephanie Pegues-Cooper, Assistant to the City Manager

# Zang Triangle, NCTCOG Sustainable Development Grant and 2006 Bond Funding Proposed Public Improvements



City of Dallas  
Office of Economic Development  
<http://www.Dallas-EcoDev.org>  
Created 5/2012



## Legend

- Oak Cliff Gateway TIF Boundary
- Public Improvements**
- NCTCOG and bond-funded improvements
- Zang Triangle TIF Public Improvements

## Memorandum



CITY OF DALLAS

**DATE** June 15, 2012

**TO** Members of the Economic Development Committee:  
Tennell Atkins (Chair), Ann Margolin (Vice-Chair), Jerry R. Allen,  
Monica Alonzo, Sheffie Kadane

**SUBJECT** **South Side Pedestrian Improvement Project (Cedars TIF District), June 27, 2012 Council Agenda**

### **Background**

The City of Dallas, DART, and Matthews Southwest have been working on the South Side Pedestrian Improvement Project (the "Project") since 2000 to improve the pedestrian landscape in the Cedars TIF district. Central to this effort is \$5,665,213 in federal and local funding provided through a Sustainable Development grant awarded in 2000 by the North Central Texas Council of Governments. This grant utilizes federal Congestion Mitigation and Air Quality grant money to fund sidewalk, streetscape, utility burial, and other pedestrian and bicycle improvements.

The Project includes landscaping, utility burial, pedestrian lighting, crosswalk improvements and sidewalk reconstruction along Lamar Street between the Convention Center and Belleview Street and along Belleview Street between Austin Street and the DART tracks. It improves pedestrian and bicycle connectivity between the Convention Center and the Cedars DART Light Rail Station.

Although this project has been delayed by funding complications and by design changes incorporated in an attempt to keep it under the original budget created nearly 12 years ago, the project is now nearing completion. Sidewalks, pedestrian lighting, and some of the landscaping have been installed on Belleview Street from the DART tracks to Lamar Street, and on the east side of Lamar Street from Belleview Street to Memorial Drive near the Convention Center.

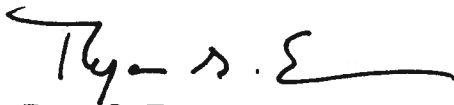
The total project cost was originally estimated at \$5,665,213, with 80 percent of the funding provided by federal Congestion Mitigation and Air Quality grant funds, 10 percent from 1995 Bond funds and Cedars TIF funds, and 10 percent from Matthews Southwest. The city funds and the Matthews Southwest funds, each of which were forwarded directly to DART for project costs, covered the 20 percent local match funding requirement. In addition, \$230,000 in 1998 bond funds was dedicated by the City for utility burial on Belleview Street, bringing the total currently available funds to \$5,895,212.

In 2011, updated cost estimates for utility burial on Belleview Street and Lamar Street came in within the project's overall budget, and the work was authorized.

However, actual construction bids from AT&T, Time Warner Cable, and ONCOR for Lamar Street from Powhattan Street to the Convention Center resulted in a cost overrun of approximately \$415,660.

CCH Lamar Partners I, L.P., an affiliate of Matthews Southwest, has agreed to advance the cost overruns subject to a TIF reimbursement commitment of 50% of the overage, in the spirit of the original project proposals. Historically, the City and Matthews Southwest have split the local match equally. This agenda item proposes to continue this split and to reimburse Matthews Southwest half of the overrun, not to exceed \$207,830. The Cedars TIF fund currently has funding available for district wide improvements such as this project, pending Council approval.

Should you have any questions or concerns, please contact me at (214) 670-3296.

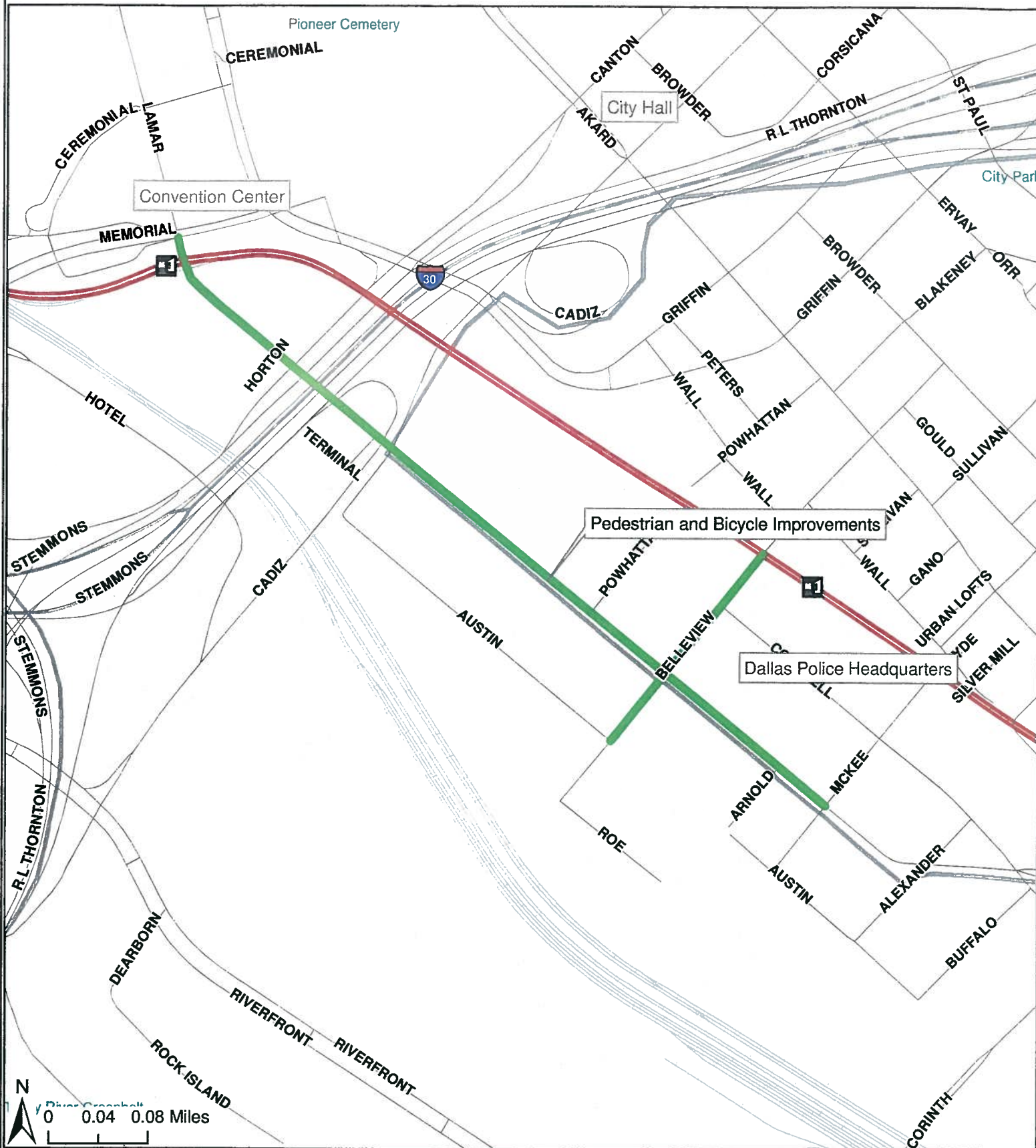


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Stephanie Pegues-Cooper, Assistant to the City Manager



# Location Map



**Bicycle and Pedestrian Improvements**  
**Lamar Street and Belleview Street**  
**South Side Pedestrian Improvement**

-  DART Stations
-  Cedars TIF Boundary
-  Project Limits



City of Dallas

Office of Economic Development  
 May 2012

## Memorandum



DATE June 15, 2012

TO Members of the Economic Development Committee:  
Tennell Atkins (Chair), Ann Margolin (Vice-Chair), Jerry R. Allen,  
Monica Alonzo, Sheffie Kadane

SUBJECT **Agreements with the North Central Texas Council of Governments, the State of Texas, and Hamilton Atmos, LP for the Atmos Lofts Sustainable Development Infrastructure Project, June 27, 2012 Council Agenda**

### Background

In 2009, the North Central Texas Council of Governments (NCTCOG) Regional Transportation Council (RTC) allocated \$41 million for their third Sustainable Development Program call for projects. Funding for this RTC's Sustainable Development Program was provided by the State of Texas from surplus revenue from a SH 121 toll project pursuant to Chapter 228 of the Texas Transportation Code.

The Sustainable Development Program is intended to promote development types that reduce the overall demand for transportation infrastructure and improve air quality. The call for projects was issued on March 24, 2009 and allowed for two types of project submissions: transportation infrastructure improvements and planning programs. The Atmos Loft project was one of nine infrastructure projects selected and approved by the RTC on June 3, 2010 for \$1,151,063 in Sustainable Development Program funds.

On August 25, 2010, City Council approved Resolution No. 10-2152 supporting projects selected within the City of Dallas by the RTC, including the Atmos Loft project, and authorizing the City Manager to negotiate agreements with NCTCOG and private sector partners, where applicable.

Atmos Lofts project includes infrastructure improvements that will enhance pedestrian and transportation linkages by increasing access and safety to nearby rail transit (St. Paul Light Rail Station) and City of Dallas public investments including the Main Street Garden Park and Mercantile development block, improve air quality, and promote sustainable development. The project includes, but is not limited to, landscaping (new trees and shrubs) and irrigation, the addition of bike racks and trash receptacles, sidewalk improvements, and pedestrian lighting.

The private vertical mixed-use development associated with this project is the Atmos Lofts Complex and is comprised of five properties (four buildings): (1) 1900 Jackson Street; (2) 1916 Jackson Street; (3) 301 S. Harwood Street; (4) 1915 Wood; and (5) 1815 Wood. The project will be completed in two phases. Phase I includes 107 affordable multi-family units in the 1900 Jackson Street building with parking provided in a portion of the 1815 Wood building. Phase II includes 123 affordable and market rate multi-family and approximately 9,500 square feet of retail/commercial/flex space located in the remaining buildings. Phase I of the building is under construction with anticipated completion in February 2013. Phase II is anticipated to begin construction June 2015.

and complete construction December 2016. Private investment in the Atmos Lofts Complex is estimated at over \$40 million.

The total Atmos Lofts infrastructure project cost is \$578,357; the Sustainable Development Program will reimburse 80% of the total project costs (\$462,686) and requires a local match of 20% of the total project costs (\$115,671). The 20% local match for the Atmos Lofts project will be provided by Hamilton Atmos, LP, through the eligible expenditures for construction of the public improvements.

Additionally, because the Sustainable Development Program funds are provided to the City on a reimbursement only basis, the developer will also provide upfront funding for the remaining 80% of the project, to be reimbursed to the developer upon the completion of certain project milestones detailed in a development agreement with Hamilton Atmos, LP, and contingent upon the City's receipt of funds from NCTCOG/State of Texas.

This action will authorize two agreements, one between the City, NCTCOG, and the State of Texas and another between the City and Hamilton Atmos, LP. The two agreements must be executed in order to receive a notice to proceed from NCTCOG and allow construction to begin on the project.

Should you have any questions or concerns, please contact me at (214) 670-3296.



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# Memorandum



CITY OF DALLAS

DATE June 15, 2012

TO Members of the Economic Development Committee:  
Tennell Atkins (Chair), Ann Margolin (Vice-Chair), Jerry R. Allen,  
Monica Alonzo, Sheffie Kadane

SUBJECT **Agreements with the North Central Texas Council of Governments, the State of Texas, and FC Continental Landlord, LLC for the Continental Sustainable Development Infrastructure Project, June 27, 2012 Council Agenda**

## Background

In 2009, the North Central Texas Council of Governments (NCTCOG) Regional Transportation Council (RTC) allocated \$41 million for their third Sustainable Development Program call for projects. Funding for this RTC's Sustainable Development Program was provided by the State of Texas from surplus revenue from a SH 121 toll project pursuant to Chapter 228 of the Texas Transportation Code.

The Sustainable Development Program is intended to promote development types that reduce the overall demand for transportation infrastructure and improve air quality. The call for projects was issued on March 24, 2009 and allowed for two types of project submissions: transportation infrastructure improvements and planning programs. The Continental project was one of nine infrastructure projects selected and approved by the RTC on June 3, 2010 for \$1,151,063 in Sustainable Development Program funds.

On August 25, 2010, City Council approved Resolution No. 10-2152 supporting projects selected within the City of Dallas by the RTC, including the Continental project, and authorizing the City Manager to negotiate agreements with NCTCOG and private sector partners, where applicable.

Continental project includes streetscape and pedestrian improvements around and adjacent to the Continental Building that were not included as Tax Increment Financing (TIF)-eligible project costs to be reimbursed by the Downtown Connection TIF District, pursuant to the project's Development Agreement. The proposed improvements will help transportation linkages by increasing pedestrian access and safety along the DART bus transit located on Commerce Street and nearby City of Dallas public investments including the Main Street Garden Park and Mercantile development block. The project includes:

- Replacing existing sidewalks along the south side of Commerce (from St. Paul Street to Ervay Street), the east side of St. Paul, both sides of Jackson and both sides of Prather Street with new sidewalks, ideally having at least 7 feet of clear walking area where possible;
- Adding a landscaped area at the northwest corner of St. Paul and Jackson Streets;
- Adding trees, tree wells and pedestrian lighting along the south side of Commerce (from St. Paul Street to Ervay Street), the east side of St. Paul, both sides of Jackson (excepting pedestrian lighting on the south side of Jackson) and both sides of Prather Street;
- Adding enhanced pedestrian crosswalks on Commerce Street at Prather and St. Paul Streets and Jackson Street at Prather Street;

- Adding enhanced paving on Prather Street.

Off-site improvements included in the project are subject to the execution of an operation and maintenance agreement with either the property owner(s) adjacent to the off-site improvements or another entity willing to operate and maintain the improvements.

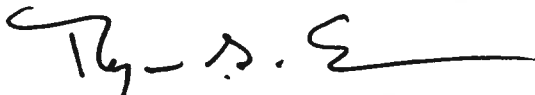
The private vertical mixed-use development associated with this project is redevelopment of the Continental building located at 1810 Commerce Street into 203 multi-family units and 5,359 square feet of retail space. Construction of the mixed use project is under way with anticipated completion in February, 2013. The private investment in the Continental Mixed Use development is estimated at over \$55 million.

The total Continental infrastructure project cost is \$759,674; the Sustainable Development Program will reimburse 80% of the total project costs (\$607,739) and requires a local match of 20% of the total project costs (\$151,935). The 20% local match for the Continental project will be provided by FC Continental Landlord, LLC, through the eligible expenditures for construction of the public improvements.

Additionally, because the Sustainable Development Program funds are provided to the City on a reimbursement only basis, the developer will also provide upfront funding for the remaining 80% of the project, to be reimbursed to the developer upon the completion of certain project milestones detailed in a development agreement with FC Continental Landlord, LLC, and contingent upon the City's receipt of funds from NCTCOG/State of Texas

This action will authorize two agreements, one between the City, NCTCOG, and the State of Texas and another between the City and FC Continental Landlord, LLC. NCTCOG gave pre-award authorization for engineering costs up to \$40,000 allowing FC Continental Landlord, LLC, to begin the design phase of the project. The two agreements must be executed in order to receive a full notice to proceed from NCTCOG and allow construction to begin on the project.

Should you have any questions or concerns, please contact me at (214) 670-3296.



Ryan S. Evans  
Assistant City Manager

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Jeanne Chipperfield, CFO, OFS  
Karl Zavitkovsky, Director, OED  
J. Hammond Perot, Assistant Director, OED  
Stephanie Pegues-Cooper, Asst. to the CMO





## Memorandum



**DATE** June 18, 2012

**TO** Members of the Economic Development Committee:  
Tennell Atkins (Chair), Ann Margolin (Vice-Chair), Jerry R. Allen,  
Monica Alonzo, Sheffie Kadane

**SUBJECT** **Amendment to Land Sale Contract to allow 6 month deadline extension  
related to City Lights Development, June 27, 2012 Council Agenda**

In June 2011, the Deep Ellum TIF District Project Plan and Reinvestment Zone Financing Plan was amended by City Council to facilitate the development of the City Lights project located across Live Oak Street from the Latino Cultural Center. This plan amendment allowed the sale of a tract of surplus City property to Minerva Partners, Ltd. (Matt Malouf). Minerva expressed an interest in developing a large mixed-use development on the site. The proposed name of this development is City Lights. This sale closed in December 2011. One of the conditions of the land sale was that three existing buildings located on the former City-owned property be demolished by the end of June 2012. Due to market and financing considerations, this work cannot be completed until December 2012.

This action modifies the reversion clause land sale contract to allow Minerva an additional six months to complete the environmental remediation and demolition work on the buildings. Other deadlines in the reversion clause will not change. The Deep Ellum TIF Board of Directors reviewed this request and recommend Council approval.

The Deep Ellum TIF District (the "District") was established in June 2005 to assist in the transformation of the Deep Ellum area into a more diversified, pedestrian friendly, mixed-use neighborhood in the area immediately east of Downtown between Central Expressway and Fair Park. This boundary of the district was amended in 2008 to include the property to further promote the goals of increasing development density near DART Light Rail stations and improve accessibility of cultural facilities such as the Latino Cultural Center to the light rail service.

### **ESTIMATED SCHEDULE OF THE PROJECT**

Subject to approval of this item, environmental remediation and demolition work will be completed by December 31, 2012.



**PRIOR ACTION/REVIEW (COUNCIL, BOARDS, COMMISSIONS)**

On June 22, 2005, the City Council authorized the establishment of the Deep Ellum TIF District by Ordinance No. 26043, as amended.

On April 12, 2006, the City Council authorized the Final Project Plan and Reinvestment Zone Financing Plan for the Deep Ellum TIF District by Ordinance No. 26304, as amended.

On April 9, 2008, the City Council pursuant to Ordinance No. 27137 amended the Project Plan and Reinvestment Zone Financing Plan for Tax Increment Financing Reinvestment Zone Number Twelve, City of Dallas, Texas ("Deep Ellum TIF District") in accordance with the Tax Increment Financing Act, as amended (V.T.C.A. Tax Code, Chapter 311, hereafter the "Act").

On April 9, 2008, the City Council approved resolution No. 08-1083, authorizing the sale of approximately 83,478 square feet of unneeded and unwanted City-owned land located near the intersection of Live Oak and Cantegral Streets (northeast corner – Block 289) to Margaux City Lights Partners to support the development of a high density mixed use project on this and other adjacent properties and construction of a parking structure and additional improvements for the Latino Cultural Center in accordance with the Deep Ellum TIF District Project Plan - Revenue: \$3,339,120.

On May 19, 2011, the Deep Ellum TIF District Board of Directors reviewed and recommended City Council authorize an amendment to the Deep Ellum Project Plan and Reinvestment Zone Financing Plan to change the budget category from Latino Cultural Center to Latino Cultural Center Area Improvements and to modify eligible activities under the Latino Cultural Center Area Improvements category and to provide for a directed sale of City surplus property, two tracts of land containing a total of approximately 83,478 square feet, located at the intersection of Live Oak and Cantegral Streets, Block 289, Dallas County, Texas, to the proposed City Lights development, and other minor changes.

On June 22, 2011, the City Council authorized Ordinance 28291 to the Project Plan and Reinvestment Zone Financing Plan ("Plan") for Tax Increment Financing Reinvestment Zone Number Twelve, City of Dallas, Texas ("Deep Ellum TIF District") in accordance with the Tax Increment Financing Act, as amended (V.T.C.A. Tax Code, Chapter 311, hereafter the "Act"), to: (1) prioritize the redevelopment of the City Lights site' as a goal of the Plan; (2) expand the City Lights Improvements budget category to include City Lights Area Improvements; (3) add Exhibits G-1 and G-2 to the Plan to illustrate redevelopment plans for the City Lights site; and (4) authorize related changes to the Plan consistent with the directed sale of city property for the City Lights project.

On June 22, 2011, City Council authorized Resolution 11-1760, approving the sale of approximately 83,478 square feet of unneeded an unwanted City-owned land located near the intersection of Live Oak and Cantegral streets to Minerva Partners, Ltd., a Texas Limited Partnership, for the development of a high density mixed use project in accordance with the Deep Ellum TIF District Project Plan - Revenue: \$2,170,000

On May 22, 2012, the Deep Ellum TIF District Board of Directors reviewed and recommended City Council authorize an amendment to land sale contract to extend the deadline for completion of environmental remediation and demolition work by six months.

**FISCAL INFORMATION**

No Cost Consideration

**MAP**

Attached

**OWNER/DEVELOPER**

Minerva Partners, Ltd.  
Matt Malouf

Should you have any questions or concerns, please contact me at (214) 670-3296.

  
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